TRIAL EXHIBIT 1061

Case 3:10-cv-03561-WHA Document 1993-25 Filed 07/06/16 Page 2 of 25

From: Aditya Agarwal. Sent:	10/5/2010 4:33 PM.
To: [-] Nicole Dalton.	
Cc: [-] 	
Bcc: [-] .	
Subject: Re: OCQ deck - quick help needed.	
No actually just use the attached Q2 deck to ensure that the numbers are consistent. I am pretty su numbers in the attached deck and they should be pretty solid.	re we had 6/30
 Aditya Agarwal Android Finance 650-253-1447	
On Tue, Oct 5, 2010 at 4:13 PM, Nicole Dalton <ndalton@google.com> wrote:</ndalton@google.com>	
Actually, no worries - I'll just do fresh Q/Q comparisons (based on 6/30 data).	
I'll reach out to lkkjin for fresh device data (Q2 and Q3).	
Thanks, Nicole	
On Tue, Oct 5, 2010 at 4:06 PM, Nicole Dalton <ndalton@google.com> wrote:</ndalton@google.com>	
Hi Aditya,	
I do not have access to the Q2 deck. Can you please add me?	
Thanks, Nicole	
On Tue, Oct 5, 2010 at 2:43 PM, Aditya Agarwal <adityaa@google.com> wrote:</adityaa@google.com>	
Nicole, can you help me fill in all the data on slide 4 of the attached deck. All numbers to be as of 09 can do Q/Q comparison by using numbers from the Q2'10 OCQ deck.	9/30/10. And you
Thanks!	
Aditya Agarwal Android Finance 650-253-1447	
	United States District Court
Nicole Dalton Financial Analyst, PMEngOps Finance	NORTHERN DISTRICT OF CALIFORNIA
desk: 650-214-5070; cell: 650-580-5009	TRIAL EXHIBIT 1061
	CASE NO. 10-03561 WHA Date Entered
	BY Deputy Clerk

 Nicole Dalton Financial Analyst, PMEngOps Finance desk: 650-214-5070; cell: 650-580-5009	
	4



OC Quarterly Review - Q2 2010 July 12, 2010

Andy Rubin, Mario Queiroz, Daniel Conrad, Aditya Agarwal, Matt Vokoun



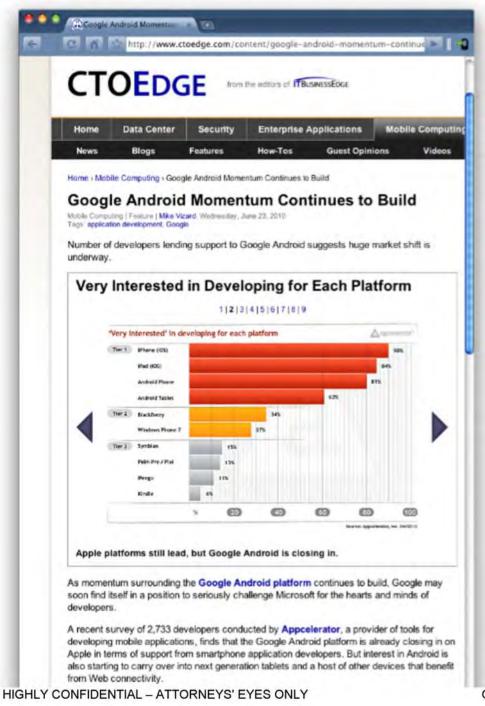


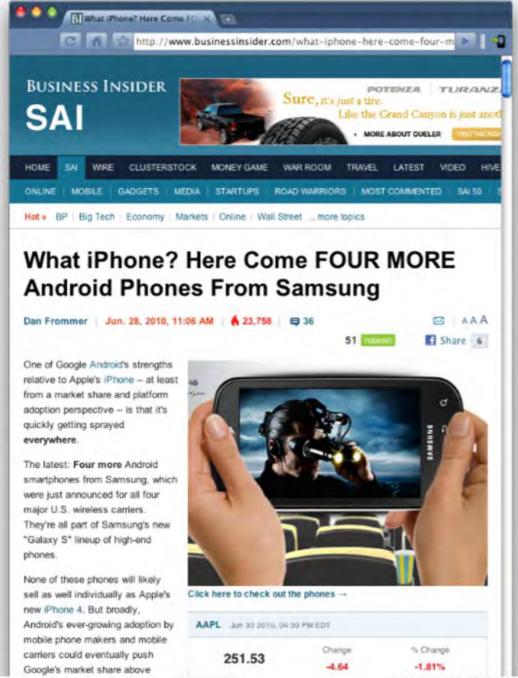
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Android Momentum



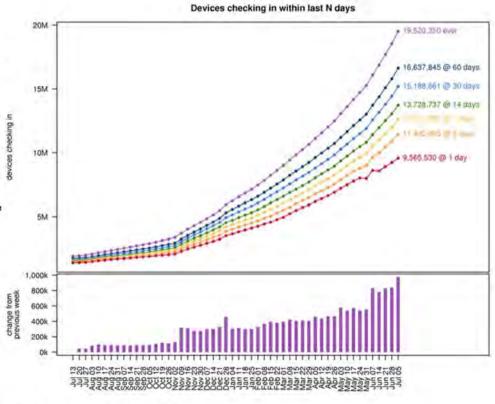


Highlights & Lowlights

HIGHLIGHTS

- 20M Android devices sold to date (+82% Q/Q)
- 160K Android devices with Google services activated per day (+128% Q/Q)
- 70K apps in Android Market (+94% Q/Q)
- 32M daily SRP (+82% Q/Q vs. +14% overall mobile)
- 2.65 searches/day per 7-day active device
- \$120M/year ads revenue run-rate (+47% Q/Q)
- \$9.83/year ads revenue per 7-day active device
- New wave of OEMs launching strong products: Samsung. Sony Ericcson, LG
- All major operators (worldwide) committed to Android
- Decisive and successful transition of DTC
- Marketing: Android app videos on YouTube; Verizon Droid Apps \$60M+ campaign, Sprint Evo, Samsung co-marketing

>20M Android Devices Activated



LOWLIGHTS

- Apple momentum continues with strong launches (iPad, iOS, iPhone 4) + iBooks
- Behind on music, video, books
- Market: Low rate of app purchases, policy issues
- Billing: Geographies, credit-card only, no in-app, no subscription
- Various competing app stores, and carrier walled gardens (JIL)
- Some Android devices shipping without Google search
- Device numbers are "all-time check-ins"; data as of 6/30/2010. Data from go/android-stats
- As of Mar-2010: 29 devices across 62 carriers, 50 countries and 19 languages
- Revenue/Searches data from
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Android P&L



Represents \$1.3B in total App Sales (1)

Strong revenue growth due to increase in the number of Android devices

- Continuing to invest in Engineering and Marketing
- 20M Android phones now, 40M by YE 2010, 95M YE 2011, 145M YE 2012, 220M YE 2013

	2009	YTD 201	0 throug	h May	F	Y 2010		2011	2012	2013
amounts shown in USD millions	Actual	Actual	Plan	Δ vs. Plan	Forecast	Plan	Δ vs. Plan	Target	Target	Target
Revenue	16.8	132.1	240.3	(108.2)	278.1	626.0	(347.8)	507.3	840.2	1,336.3
Revenue - Ads	15.7	26.8	10.6	16.2	158.9	62.7	96.3	492.8	804.3	1,271.5
Revenue - App Sales	1.1	1.6	0.7	0.9	3.8	2.7	1.1	14.5	35.9	64.8
Revenue - DTC		103.7	229.1	(125.4)	115.4	560.6	(445.2)	+	- 4	
Rev Share - Ads	2.8	10.4	2.7	(7.7)	61.8	16.2	(45.7)	192.2	313.7	495.9
Operations	0.5	0.5	0.5	-	1.2	1.2	-	1.4	1.5	1.6
COS - DTC	0.3	94.7	199.1	104.4	108.9	483.1	374.3			- 2
Gross Margin	13.2	26.4	38.0	(11.5)	106.3	125.5	(19.2)	313.7	525.0	838.8
Sales	3.2	2.0	2.0	(0.1)	5.0	5.0	0.0	5.7	6.3	6.6
Marketing	16.6	19.8	28.6	8.8	76.9(2)	58.8	(18.1)	88.4	97.3	102.1
PM	1.9	2.5	1.2	(1.3)	7.3	3.1	(4.3)	8.4	9.3	9.7
Engineering	41.1	45.0	40.2	(4.8)	117.2	94.6	(22.5)	134.7	148.2	155.6
Legal	2.1	4.2	0.7	(3.4)	12.7	1.9	(10.9)	14.6	16.1	16.9
Product Contribution	(51.7)	(47.1)	(34.7)	(12.4)	(112.9)	(37.8)	(75.0)	61.8	247.8	547.8

(1) Google accounts ~5% revenues for App Sales and does not account for 70% that goes to the developers, and ~25% that goes to the carriers.

(2) 2010 Marketing spend includes \$25M incremental H2 ask for tablets/ gaming devices co-marketing (pending OC approval).

- Only 15 of the 286 total heads work on the hardware releases with partners (5 Eng. 8 PSO, 2 Business Development).

- 2011, 2012, and 2013 Operating Expenses assume a growth rate of 15%, 10%, and 5% respectively.

Google Cumquina and 1 100

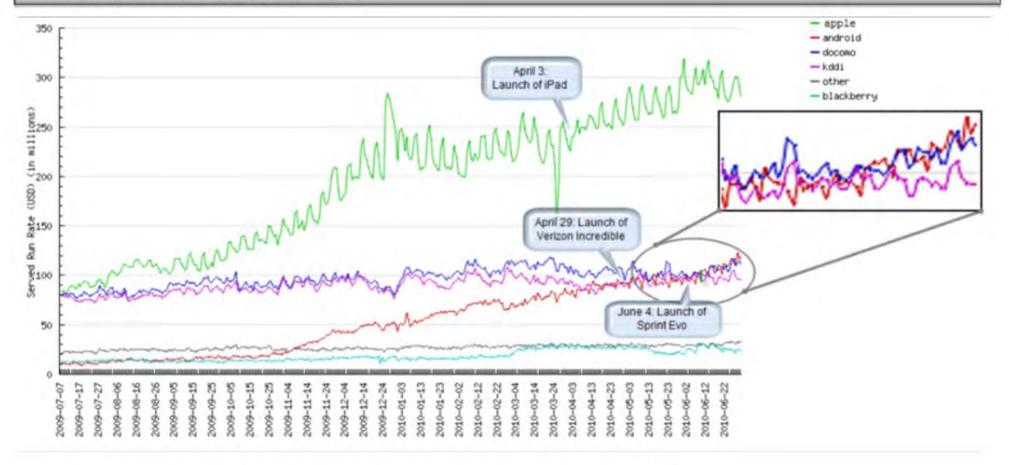
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Android Ads Revenue

\$120M/year run rate (+47% Q/Q)

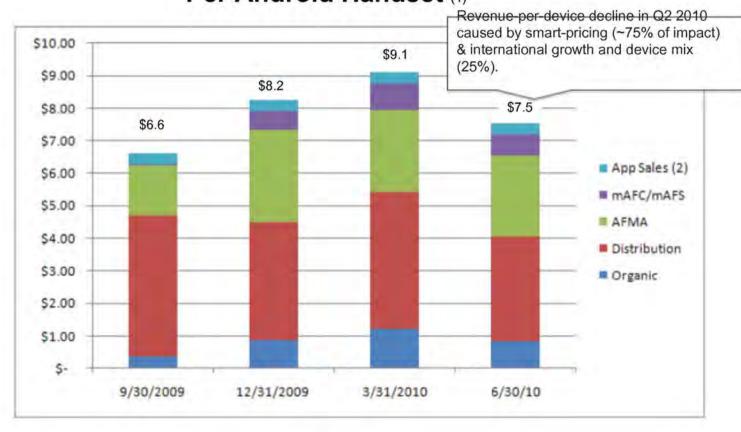
- Android #2 contributor to Google mobile revenues, from #4 at the end of Q1. Apple \$281M; DoComo \$111M; KDDI \$95M
- Strong growth from Droid, Droid Incredible, and Sprint Evo (430K Incredible's sold since Apr 29, 485K Evo's sold since June 4)
- Android RPM = \$9; Apple = \$6.7





Android Revenue Per Handset

Annual Revenue Run Rate Per Android Handset (1)



Key drivers of additional revenue opportunities

- Usage Growth as Hardware/Platform Improves
- Enhanced Display, Search, Local Ads Formats
- Tablet growth, with high usage and monetization
- Future revenue opportunities (e.g. Music)

All-time activations adjusted for device retirement. Device retirement as a % of activations: 9/30/09: 3%, 12/31/09: 6%, 3/31/10: 10%, 6/30/10: 12%.
 (2) Google books ~5% revenues for App Sales and does not account for 70% that goes to the developers, and ~25% that goes to the carriers.

Froyo Release



- Tethering & Portable Hotspot
- Perf: JIT Compiler (2~5x),
 Browser (4x V8 Bench, 2x SunSpider)
- Adobe Flash support in Browser
- Cloud-to-Device Messaging API & Service
- Enterprise (Exchange & Necktie): security policies, remote wipe, Exchange GAL autocomplete in Email
- Market: auto-update, update-all, focus on discoverability (widget, spell correct), apps on SD card



Product Roadmap: New Releases Q3/Q4

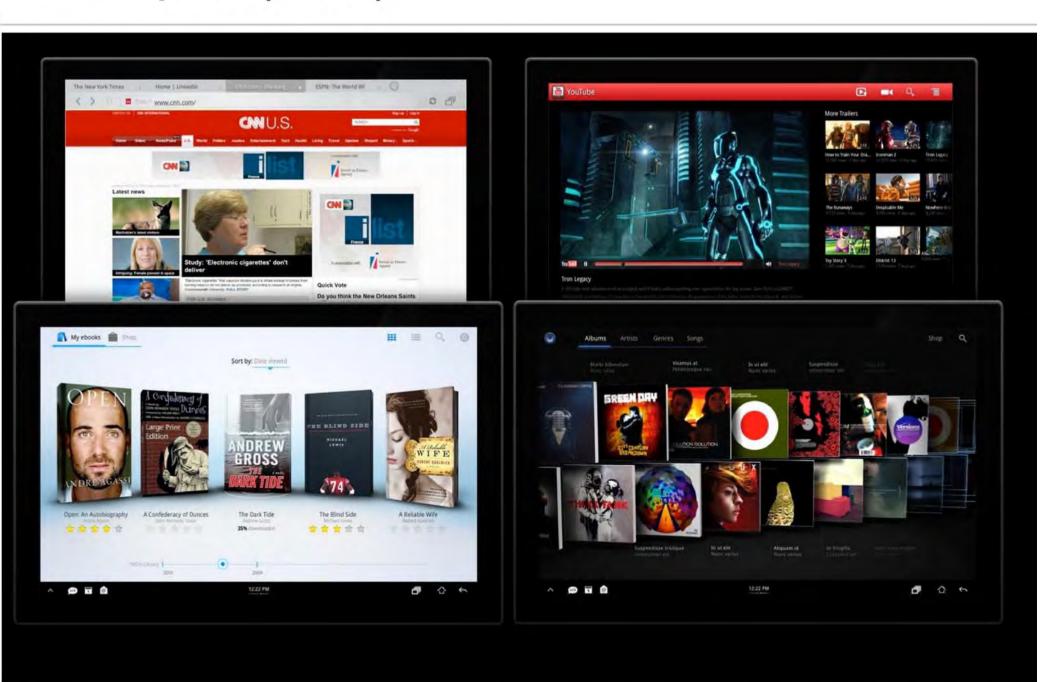


Unbundled Updates (Q3)	Search – suggest improvements for voice, market, business listings; additional voice control options (call, email, listen to, alarm set, etc) Gmail UI updates, reply and draft enhancements, performance YouTube UI, discovery redesign, monetizable content Market – recommendations, search suggest, PayPay, in-app billing, carrier billing, refund policy change, licensing server, large-file download/upload Keyboard – improved prediction, punctuation suggestion, editing suggestions
Platform Releases (Q4)	Gingerbread – Gaming device (Zeus) + Z-system (game kit) + Market update Honeycomb – Tablet (OS and apps) + Digital Media purchase and consumption
Lead Devices (Q4)	Gingerbread: Sony Ericsson Playstation phone (Zeus): Gaming device with slide out controls Game catalog/channel within Market PS1 Emulator and new Z-system content Honeycomb: Motorola Tablet (Stingray): 10.1" 720p+ (1280x800) display, 10 finger multi-touch 1GB RAM, 32GB* flash; front- & rear-facing camera WiFi with pluggable 3G & LTE (technician or advanced user)
Digital Media (Q4)	 Store/Market: Web and device versions of store for apps, video, books, music; more carrier billing, PayPal phase 2, more Market geographies New tablet digital media consumption apps for video, books, music (linked to store) Music web consumption app (linked to store) skyjam Digital media back-end (aka Finsky): Integration to market and sources for video (YT), books (Ocean), music Video DRM

Tablet update



Tablet update (cont'd)





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Android spreads value



Direct Revenue Impact

Additional Benefits to Google

Benefits to the Ecosystem

- Mobile Ads Revenue Enabled on Android -- \$159M FY10
 - o Search \$89M, AFMA \$56M, AFMC/AFMS \$14M
- Android Market Revenue \$3.8M FY10 (\$76M of apps sales)

Adoption of Open Smartphones with Heavy Internet Usage

- o Increased penetration of smartphones and data plans
- o Greater share of smartphones using Google Search
- o Greater share of smartphones using Google applications/services
- Significant Influence on the Mobile Internet
 - Winning platform enables Google to be one of the major drivers of mobile internet
- Technology Platform Leveraged by Other Google Products
 - o E.g., GoogleTV
- . Deeper, Stronger Relationships with Partners
 - o OEM: HTC, Motorola, Samsung, LG, etc.
 - o Carrier: Verizon, T-Mobile, Vodafone, etc.
 - o Semiconductor: Qualcomm, Intel, Nvidia, etc.
 - o Software: Adobe
 - o Media: Record labels, movie studios, news organizations, etc.

Improved Mobile Ecosystem

- Changes in user expectations -- demanding better hardware, faster connections, better internet experience on phones
- o Lower-cost data plans
- Reduced subscriber acquisition costs (Google brand drives users to carriers)

Improved Advertising Ecosystem

- o Ad formats and targeting capability unique to smartphones (e.g., location)
- o Deeper user engagement and intent signals

Improved Publisher Ecosystem

- o Emergence of entirely new publishing segment Apps
- o Incremental traffic and more engaged users

3

Android Strategy - Focused on Phase 2, moving to Phase 3



2008-2010

Ecosystem Building

- Leading SW Platform
- Apps (incl. Games)
- Multiple OEMs/Devices
- Multiple Carriers
- Millions of Users

2010-2011

Extend Our Core Business

- Search
- Ads
 (Search,
 Display,
 Apps)
- Apps

2011-2013

New Monetizable Services

- Music
- Other Digital Content (Video, Books, etc.)

2013+

Change The Rules / Scale

- Increase Google Net Rev. on Ads
- Increase Google Net Rev. on Apps
- Scale Volume of Devices (e.g., go down-market to feature phones)

<u>Base Case</u> \$1.3B Gross Rev. 2013 \$0.8B Net Rev. 2013 <u>Upside Case</u> \$3.7B Gross Rev. 2013 \$1.8B Net Rev. 2013



Android Music Opportunity - \$1.3 - \$2B business by 2013

Music Download Service

- Purchase of non-DRM music
- \$0.99-1.29 per song; 3.2 songs/user/mo
- 70% revenue share to labels
- Adoption: 10%/15% of Android Devices

Music Locker

- Library storage in the cloud
- Upload once with ContentID
- One copy licensed and stored in cloud
- Stream or download anywhere
- ~\$2.99 per month
- 50% revenue share to labels after costs
- Adoption: 7%/13% of Android Devices

Additional Features to Drive Adoption of Music Locker

- DRM Conversion
 - Un-DRM songs on your hard drive & upload
- Quality Upgrade
 - o Refresh old music files to "HD" (320 kb)

Revenue (Millions)	2010	2011	2012	2013
Download Users	1.8	6.7	13.4	21.3
Gross Revenue, Downloads	\$78	\$285	\$571	\$906
Net Revenue, Downloads	\$23	\$85	\$171	\$272
Music Locker Users	1.3	4.7	9,4	14.9
Gross Revenue, Music Locker	\$46	\$168	\$337	\$534
Net Revenue, Music Locker	\$26	\$94	\$189	\$300
Total Gross Revenue	\$124	\$452	\$908	\$1,439
Revenue Share to Labels	\$75	\$272	\$547	\$867
Total Net Revenue	\$49	\$180	\$361	\$572

Base Case

Revenue (Millions)	2010	2011	2012	2013
Download Users	2.7	10.0	20.1	31.9
Gross Revenue, Downloads	\$117	\$427	\$857	\$1,359
Net Revenue, Downloads	\$35	\$128	\$257	\$408
Music Locker Users	2.4	8.7	17.4	27.6
Gross Revenue, Music Locker	\$85	\$311	\$625	\$991
Net Revenue, Music Locker	\$48	\$175	\$352	\$558
Total Gross Revenue	\$202	\$738	\$1,482	\$2,350
Revenue Share to Labels	\$119	\$435	\$873	\$1,385
Total Net Revenue	\$83	\$303	\$609	\$965

Aggressive Case



New Music opportunity, along with ads and apps, drives Android Revenue opportunity of \$3.7B by 2013

Gross Revenues (\$M)	2009	2010	2011	2012	2013	CAGR (2010-2013)
Ads	15.7	158.9	492.8	804.3	1,271.5	100%
Apps	1.1	3.8	14.5	35.9	64.8	158%
Base Case	16.8	162.7	507.3	840.2	1,336.3	102%
+ Music	-	202.0	738.0	1,482.0	2,350.0	127%
Upside Case	16.8	364.7	1,245.3	2,322.2	3,686.3	116%

Represents \$1.3B in total App Sales (1)

Net Revenues (\$M)	2009	2010	2011	2012	2013	CAGR (2010-2013)
Ads	12.9	97.1	300.6	490.6	775.6	100%
Apps	1.1	3.8	14.5	35.9	64.8	158%
Base Case	14.0	100.9	315.1	526.5	840.4	103%
+ Music	-	83.0	303.0	609.0	965.0	127%
Upside Case	14.0	183.9	618.1	1,135.5	1,805.4	114%



⁽¹⁾ Google accounts ~5% revenues for App Sales and does not account for 70% that goes to the developers, and ~25% that goes to the carriers App Sales Revenue Accounting to be discussed with the Rev Accounting, Tax, and Compliance teams. For now, we will continue to book ~5% as Google revenues



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Priorities and Asks

Priorities for Remainder of 2010

- Ginberbread/Zeus
- Honeycomb/Tablet
- Music store & cloud service

Asks

- Support for continued investment in new opportunities
 resources
- Fast track approval process for digital content deals



Appendix



Smartphone and tablet projections

		Smartphones (M units)	2009	2010	2011	2012	2013
		Installed Base	5.5	40	95	145	220
Δι	ndroid	New Sales	5	35	55	50	75
	narolo	Replacement Sales*	0	0	5	40	95
		Total Sales	5	35	60	90	170
ho ne	s rategy	Smartphone Installed Base	340	458	588	724	867
	nalytics	Implied Android % share	2%	9%	16%	20%	25%
	GSSO	Smartphone Installed Base	344	445	544	643	740
	Fact Pack	Implied Android % share	2%	9%	17%	23%	30%
		Tablets (M units)	2009	2010	2011	2012	2013
A	androi	Installed Base		0.5	10	20	35
	d	Sales		0.5	10	10	15
let	Marga						

Implied Android % share

Tablet Shipments

Google Confidential and Proprietary

46

22%

12

4%

30

33%

Morga

n

Stanley

^{*} Assumes 2 year replacement cycle for smartphones

Note: Analyst tablet shipment forecasts vary significantly—directional only

Source: Morgan Stanley (June 8, 2010); GSSO Global Ad Spend Fact Pack (2010); Strategy Analytics (2010)



Ads Revenue Forecast Model, yellow = input cells

	2010	2011	2012	2013	CAGR ('10 - '13)
Installed base for # phones	40,000,000	95,000,000	145,000,000	220,000,000	77%
Installed base for # tablets	450,000	10,000,000	20,000,000	35,000,000	327%
Phone RPMs	\$9.0	\$9.6	\$9.6	\$9.6	
Queries per day per phone	1.2	1.1	1.1	1.1	
Gross Ads Revenues - phones	\$157,680,000	\$382,808,671	\$584,286,919	\$886,504,291	78%
Gross Ads Revenues - tablets	\$1,237,500	\$110,000,000	\$220,000,000	\$385,000,000	578%
Total Gross Ads Revenues	\$158,917,500	\$492,808,671	\$804,286,919	\$1,271,504,291	100%
Rev Share %	39%	39%	39%	39%	
Rev Share \$	\$61,977,825	\$192,195,382	\$313,671,898	\$495,886,674	100%
Net Ads Revenues	\$96,939,675	\$300,613,289	\$490,615,021	\$775,617,618	100%
Components of Ads Revenues:					
AFMA	\$55,932,990	\$147,582,691	\$228,977,656	\$361,992,797	86%
Distribution	\$73,171,545	\$239,781,216	\$403,295,432	\$637,573,309	106%
Organic	\$15,479,611	\$58,938,333	\$96,113,149	\$151,946,126	114%
AFMS/ AFMC	\$14,333,355	\$46,506,431	\$75,900,682	\$119,992,059	103%
Total Gross Ads Revenues	\$158,917,500	\$492,808,671	\$804,286,919	\$1,271,504,291	100%



- 1. Ads Revenues modeled based on RPMs and Queries per day per device
- 2. 2011 RPMs increase from \$9 to \$9.6 due to Android Tablets, which are likely to have higher RPMs than phones. RPMs then stay flat from 2011 2013 because of international growth
- 3. Assuming Queries per day per device follow the same trend as an iPhone
- 4. Assumes Rev Share % staying flat from 2010 to 2013
- 2010 Ads revenues constitute Search Distribution (46%), Search Organic (10%), AFMA (35%), and Display (9%: AFMS + AFMC)
- 6. Search share likely to increase from 56% in 2010 to 62% in 2013, AFMS share likely to go down from 35% in 2010 to 28% in 2013.



Apps Sales Revenue Forecast Model, yellow = input cells

	2010	2011	2012	2013	CAGR ('10 - '13)	
Installed base for # phones	40,000,000	95,000,000	145,000,000	220,000,000	77%	
Installed base for # tablets	450,000	10,000,000	20,000,000	35,000,000	327%	
Downloads per device	170	172	175	175		0
% Paid Downloads - phones	0.64%	0.75%	1.00%	1.20%	-	Conservative estimate, far from Apple's 25%
% Paid Downloads - tablets	1.27%	1.50%	2.00%	2.40%		iai iiaii i ippio o 2070
Avg Paid Download Price	\$3.03	\$2.88	\$2.74	\$2.60		
App Sales Gross Revenues - phones	\$74,774,755	\$250,776,025	\$574,131,507	\$995,406,888	137%	
App Sales Gross Revenues - tablets	\$737,909	\$38,823,844	\$143,532,877	\$299,985,638	641%	
Total App Sales Gross Revenues	\$75,512,664	\$289,599,869	\$717,664,383	\$1,295,392,526	158%	
Rev Share %, paid to developers and carriers	95%	95%	95%	95%		
Rev Share \$	\$71,737,031	\$275,119,876	\$681,781,164	\$1,230,622,899	158%	
Net App Sales Revenues, booked to Google	\$3,775,633	\$14,479,993	\$35,883,219	\$64,769,626	158%	

- App Sales Revenues modeled based on Downloads per device, % paid downloads, and average paid download price
- 2. Assume number of downloads consistent with past 18 months, ~44 per user/qtr
- 3. Key driving assumption, percentage of D/Ls paid for: assume figure doubles in 3 years from 0.6% to 1.2%; conservative estimate, far from Apple's 25%
- 4. % paid downloads on a tablet are twice that of a phone
- 5. Price declines 5% a year from current \$3.03 as competition in store increases
- 6. Assumes Rev Share % staying flat from 2010 to 2013.